

RECORDATION NO. 27886-A FILED

DEC 11 '09 -2 45 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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December 11, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Re: RBSAF 98-043

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF 98-043), dated as of December 11, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 27886.

The names and addresses of the parties to the enclosed document are:

Assignor. RBS Asset Finance, Inc.
71 S. Wacker Drive, 28th Floor
Chicago, IL 60606

Assignee: Center Capital Corporation
3 Farm Glen Boulevard
Farmington, CT 06032

Section Chief
December 11, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

3 pieces of maintenance of way equipment: Caterpillar 950-H front end loader S/N AXX02103 and 2 Jackson 6700-SJ Production Switch Tampers S/Ns 153478 and 153479.

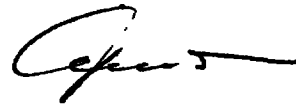
A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF 98-043).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE ASSIGNMENT

DEC 11 '09 -2 45 PM

(RBSAF - No. 98)

STATE OF CALIFORNIA
DEPARTMENT OF TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of December 11, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and Center Capital Corporation, a Connecticut corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 043 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By [Signature]

Name Soula Perakis
Assistant Vice President

Title: _____

**CENTER CAPITAL CORPORATION,
Assignee**

By [Signature]

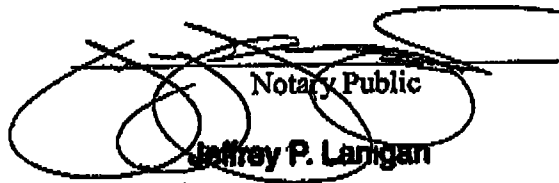
Name J. Jaime Fajardo
ASSISTANT VICE PRESIDENT

Title _____

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakis, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 10 day of December, 2009.


Notary Public
Jeffrey P. Lanigan



State of Connecticut

County of Harford

)
) ss: *Farmington, CT*
)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Center Capital Corporation, a Connecticut corporation (the "Corporation"), by Jaime F. Soter, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at
Farmington, *CT*, this *11th* day of December, 2009.

Lina Noble
Notary Public

Lina Noble
NOTARY PUBLIC
State of Connecticut
My Commission Expires 7/31/2011

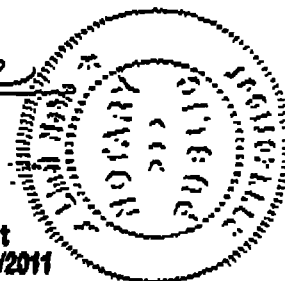


EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 043.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 043 is 84 months commencing as of November 1, 2007.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 043 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Caterpillar	950-H	Front End Loader	AXX02103	X2400542
1	Jackson	6700-SJ	Production Switch Tamper	153478	X5400453
1	Jackson	6700-SJ	Production Switch Tamper	153479	X5400454

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

12/11/09



Robert W Alvord